

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

April 9, 1996

20020

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 11, 1996, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Massachusetts Central Railroad Corporation  
One Wilbraham Street  
Palmer, MA 01069

A description of the railroad equipment covered by the enclosed document is:

Thirty-four (34) three-unit all-purpose double-stack container cars that bear marks and numbers MCER 5126 through MCER 5159, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

20020

Mr. Vernon A. Williams  
April 9, 1996  
Page 2

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of March 11, 1996 between Greenbrier Leasing Corporation, Lessor, and Massachusetts Central Railroad Corporation, Lessee, covering thirty-four (34) three-unit all purpose double-stack container cars that bear marks and numbers MCER 5126 through MCER 5159, inclusive.

Sincerely,



Janet E. Hudson  
Assistant to the  
Executive Vice President

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

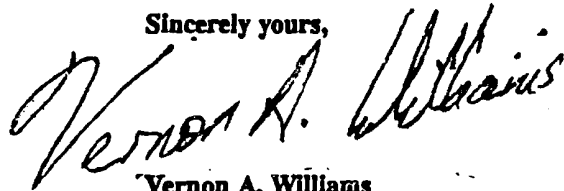
4/16/96

Janet E. Hudson  
The Greenbrier Companies  
One Centerpointe Drive, Ste. 200  
Lake Oswego, Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/16/96 at 9:50AM, and assigned recordation number(s). 20019 and 20020.

Sincerely yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20020

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

MASSACHUSETTS CENTRAL RAILROAD CORPORATION ("LESSEE")

MARCH 11, 1996

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Memorandum of a Lease Agreement made and entered into as of March 11, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Massachusetts Central Railroad Corporation, a Massachusetts corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty four three-unit all purpose double-stack container cars that bear marks and numbers MCER 5126 through MCER 5159, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb, E.V.P.

LESSEE: MASSACHUSETTS CENTRAL RAILROAD CORPORATION

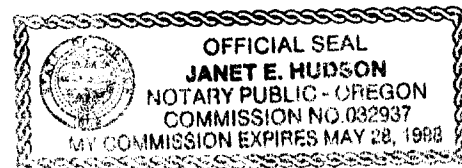
By: W. Robert Buttery Pres. MCER

STATE OF Oregon )  
 ) ss.  
COUNTY OF Clackamas )

On this 9<sup>th</sup> day of April, 1996, before me personally appeared Norris M. Webb to me personally known, who being by me duly sworn, says that he is the Executive Vice Pres. of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Massachusetts )  
 ) ss.  
COUNTY OF Hampden )

On this 8<sup>th</sup> day of April, 1996, before me personally appeared W. Robert Buttery, to me personally known, who being by me duly sworn, says that he is the president of Massachusetts Central Railroad Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Anna H. Case  
NOTARY PUBLIC

My commission expires: May 10, 2002